

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/28/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Professional Pharmacy, Inc.		10/28/2008	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	OnePoint Patient Care, LLC
Street Address:	8130 Lehigh Ave.
City:	Morton Grove
State/Country:	ILLINOIS
Postal Code:	60053
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3205566	ONEPOINT PATIENT CARE
Registration Number:	3171126	ONEPOINT PATIENT CARE

CORRESPONDENCE DATA

Fax Number: 8475835602  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 847-583-5675  
 Email: psperanza@oppc.com  
 Correspondent Name: Peter A. Speranza  
 Address Line 1: 8130 Lehigh Ave.  
 Address Line 4: Morton Grove, ILLINOIS 60053

NAME OF SUBMITTER:	Peter A. Speranza
Signature:	/Peter A. Speranza/

Date:

01/17/2013

**Total Attachments: 17**

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# STATE OF ARIZONA



Office of the  
**CORPORATION COMMISSION**

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, BRIAN C. MCNEIL, EXECUTIVE DIRECTOR OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT THE RECORDS IN THIS OFFICE SHOW:

**\*\* PROFESSIONAL PHARMACY, INC.\*\***

WAS INCORPORATED ON THE 28TH DAY OF JANUARY, 1987 .

I FURTHER CERTIFY THAT THE ABOVE NAMED CORPORATION CHANGED ITS NAME TO:

**\*\* ONEPOINT PATIENT CARE, INC.\*\***

ON THE 4TH DAY OF AUGUST, 2008, AS PROVIDED BY LAW.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, Capital, this 19 Day of August, 2008 A.D.



Handwritten signature of Brian C. McNeil.

Executive Director

By:

Handwritten signature of Mary Lee.

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ONEPOINT PATIENT CARE, INC.", AN ARIZONA CORPORATION, WITH AND INTO "ONEPOINT PATIENT CARE, INC." UNDER THE NAME OF "ONEPOINT PATIENT CARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2008, AT 2:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4611216 8100M

081072446

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6937238

DATE: 10-28-08

TRADEMARK  
REEL: 004944 FRAME: 0661

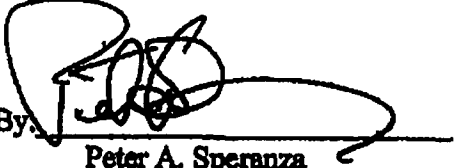
**CERTIFICATE OF MERGER  
OF  
ONEPOINT PATIENT CARE, INC., an Arizona Corporation  
AND  
ONEPOINT PATIENT CARE, INC., a Delaware Corporation**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) OnePoint Patient Care, Inc., a Foreign Corporation, which is incorporated under the laws of the Arizona; and
  - (ii) OnePoint Patient Care, Inc., a Delaware Corporation, which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by OnePoint Patient Care, Inc., a Foreign Corporation in accordance with the laws of the State of its incorporation and by OnePoint Patient Care, Inc., a Delaware Corporation, in the same manner as is provided in Section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation in the merger herein certified is OnePoint Patient Care, Inc., a Delaware Corporation, which will continue its existence as said surviving corporation under its present name, OnePoint Patient Care, Inc., upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
4. The Certificate of Incorporation of OnePoint Patient Care, Inc., a Delaware Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 8130 Lehigh, Morton Grove IL 60053.
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.
7. The authorized capital stock of OnePoint Patient Care, Inc., a Foreign Corporation, consists of 10,000 shares of a par value of \$1.00 each.

Executed on this 24<sup>th</sup> day of October, 2008.

OnePoint Patient Care, Inc., a  
Delaware Corporation

By: 

Peter A. Speranza

Its: Vice President

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ONEPOINT PATIENT CARE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ONEPOINT PATIENT CARE, INC." TO "ONEPOINT PATIENT CARE, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2008, AT 2:26 O'CLOCK P.M.

4611216 8100V

081072517

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

**AUTHENTICATION: 6937743**

**DATE: 10-29-08**

**TRADEMARK**  
**REEL: 004944 FRAME: 0664**

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED  
LIABILITY COMPANY PURSUANT TO SECTION 18-214  
OF THE LIMITED LIABILITY COMPANY LAW**

To the Secretary of State  
State of Delaware

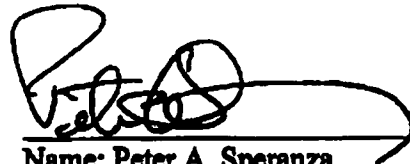
**First:** The jurisdiction where the corporation was first incorporated is Delaware.

**Second:** The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.

**Third:** The date the corporation was first incorporated was October 14, 2008.

**Fourth:** The name of the corporation immediately prior to filing this Certificate of Conversion is OnePoint Patient Care, Inc.

**Fifth:** The name of the Limited Liability Company as set forth in this Certificate of Formation is OnePoint Patient Care, LLC.



Name: Peter A. Speranza  
Title: Authorized Person



# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ONEPOINT PATIENT CARE, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2008, AT 2:26 O'CLOCK P.M.



4611216 8100V

081072517

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

**AUTHENTICATION: 6937743**

**DATE: 10-29-08**

**TRADEMARK**  
**REEL: 004944 FRAME: 0666**

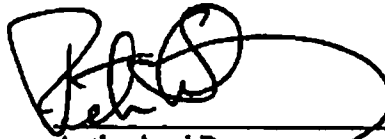
**CERTIFICATE OF FORMATION  
OF  
ONEPOINT PATIENT CARE, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is OnePoint Patient Care, LLC.

2. The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904.

Executed on October 24, 2008.



Authorized Person  
Peter A. Speranza

# Delaware

PAGE 1

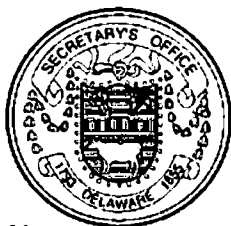
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ONEPOINT PATIENT CARE, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2008, AT 9:57 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4611216 8100

081033567



You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6908734

DATE: 10-14-08

TRADEMARK  
REEL: 004944 FRAME: 0668

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be: OnePoint Patient Care, Inc.

SECOND: Its registered office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent and its registered agent at such address is National Registered Agents, Inc.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is: 3,000 common shares all of which are of a par value of one and 00/100 dollars (\$1.00).

FIFTH: The name and address of the incorporator is as follows: Peter A. Speranza, 8130 Lehigh, Morton Grove IL 60053.

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 14<sup>th</sup> day of October, 2008.



Name: Peter A. Speranza

Incorporator: Peter A. Speranza

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:18 AM 10/14/2008  
FILED 09:57 AM 10/14/2008  
SRV 081033567 - 4611216 FILE

TRADEMARK  
REEL: 004944 FRAME: 0669

AZ CORPORATION COMMISSION  
FILED

OCT 26 2008

FILE NO. -0192668-9

ARTICLES OF MERGER

OF

ONE POINT PATIENT CARE, INC. -0192668-9  
(an Arizona corporation)

AND

ONE POINT PATIENT CARE, INC. M-1486089-0 (NO RECORD) (SURVIVOR)  
(a Delaware corporation)



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**ARTICLES OF MERGER  
OF  
ONEPOINT PATIENT CARE, INC., a Domestic Corporation  
AND  
ONEPOINT PATIENT CARE, INC., a Foreign Corporation**

To the Arizona Corporation Commission

Pursuant to the provisions of the General Corporation Law of the State of Arizona governing the merger of one or more domestic business corporations with and into a foreign business corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

**FIRST:** The names of the merging corporations are OnePoint Patient Care, Inc., Domestic Corporation, which is a business corporation organized under the laws of the State of Arizona, and OnePoint Patient Care, Inc., a Foreign Corporation, which is a business corporation organized under the laws of the State of Delaware.

**SECOND:** Annexed hereto and made a part hereof is the Plan of Merger for merging OnePoint Patient Care, Inc., a Domestic Corporation, with and into OnePoint Patient Care, Inc., Foreign Corporation, as approved by resolution of the Board of Directors of each of said corporations.

**THIRD:** The number of shares of OnePoint Patient Care, Inc., a Domestic Corporation, which were outstanding at the time of the approval of the Plan of Merger by its shareholders is Three Hundred Ninety-eight (398), all of which are of one class and entitled to vote.

The number of the aforesaid shares which were voted for the Plan of Merger is Three Hundred Ninety-eight (398), and the number of said shares which were voted against the same is none.

**FOURTH:** The laws of the jurisdiction of organization of OnePoint Patient Care, Inc., a Foreign Corporation, permit the merger of a business corporation of another jurisdiction with and into a business corporation of the jurisdiction of organization of OnePoint Patient Care, Inc., Foreign Corporation; and the merger of OnePoint Patient Care, Inc., a Domestic Corporation with and into OnePoint Patient Care, Inc., a Foreign Corporation, is in compliance with the laws of the jurisdiction of organization of OnePoint Patient Care, Inc., a Foreign Corporation.

**FIFTH:** OnePoint Patient Care, Inc., a Foreign Corporation, will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law.

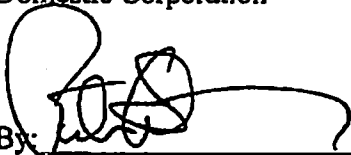
**SIXTH:** OnePoint Patient Care, Inc., a Foreign Corporation, does hereby agree that it maybe served with process in the State of Arizona in any proceeding for the enforcement of any obligation of OnePoint Patient Care, Inc., a Domestic Corporation and in anyproceeding for the enforcement ofthe rights ofa dissenting shareholder of OnePoint Patient Care, Inc., a Domestic Corporation,

against OnePoint Patient Care, Inc., a Foreign Corporation; does hereby irrevocably appoint the Arizona Corporation Commission as its agent to accept service of process in any such proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of OnePoint Patient Care, Inc., a Domestic Corporation, the amount, if any, to which they shall be entitled under the provisions of the General Corporation Law of the State of Arizona with respect to the rights of dissenting shareholders.

SEVENTH: The address within or without the State of Arizona to which the Arizona Corporation Commission may forward a copy of such process is: 3006 S. Priest Drive, Tempe Arizona 85259.

Executed on this 24<sup>th</sup> day of October 2008.

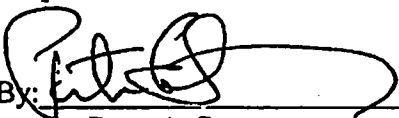
OnePoint Patient Care, Inc., a  
Domestic Corporation

By: 

Peter A. Speranza  
Its: Vice President

Executed on this 24<sup>th</sup> day of October 2008.

OnePoint Patient Care, Inc., Foreign  
Corporation

By: 

Peter A. Speranza  
Its: Vice President



PLAN OF MERGER approved on October 24, 2008 by OnePoint Patient Care, Inc., a Domestic Corporation, a business corporation organized under the laws of the State of Arizona, and by resolution adopted by its Board of Directors on said date, and approved on October 24, 2008 by OnePoint Patient Care, Inc., a Foreign Corporation, a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

1. OnePoint Patient Care, Inc., a Domestic Corporation, and OnePoint Patient Care, Inc., a Foreign Corporation, shall, pursuant to the provisions of the General Corporation Law of the State of Arizona and pursuant to the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, OnePoint Patient Care, Inc., a Foreign Corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under OnePoint Patient Care, Inc., its present name, pursuant to the provisions of the Delaware General Corporation Law. The separate existence of OnePoint Patient Care, Inc., a Domestic Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Arizona.

2. The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation and shall continue to in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The bylaws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the General Corporation Law of the State of Arizona and in accordance with the provisions of the Delaware General Corporation Law, the terminating corporation and the surviving corporation hereby stipulate

that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arizona and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

## IRREVOCABLE CONSENT

ONEPOINT PATIENT CARE, INC. (the Surviving DE domestic Entity) irrevocably appoints the Arizona Corporation Commission as it's agent to accept service of process in any proceeding served against the Surviving Entity.

The address to which the Commission may mail a copy of any process that may be served is: 8130 Lehigh, Morton Grove, IL 60053

Non-Surviving entity: ONEPOINT PATIENT CARE, INC. (AZ domestic)